

DEBTOR: TMST, Inc. f/k/a Thornburg Mortgage, Inc., et al. (1) CASE NUMBER: 09-17787

**OFFICE OF THE UNITED STATES TRUSTEE - BALTIMORE DIVISION**  
**MONTHLY OPERATING REPORT**  
**CHAPTER 11**  
**BUSINESS DEBTORS**

**Form 2-A**  
**COVER SHEET AND QUESTIONNAIRE**

For Period Ended May 31, 2019

Accounting Method: ☒ Accrual Basis ☐ Cash Basis**THIS REPORT IS DUE 20 DAYS AFTER THE END OF THE MONTH**Mark One Box for Each  
Required Document:Debtor must attach each of the following reports/documents unless the U. S. Trustee  
has waived the requirement in writing. File the original with the Clerk of Court.  
Submit a duplicate, with original signature, to the U. S. Trustee.

Report/Document Attached	Previously Waived	REQUIRED REPORTS/DOCUMENTS
<input checked="" type="checkbox"/>	<input type="checkbox"/>	1. Cash Receipts and Disbursements Statement (Form 2-B)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	2. Balance Sheet (Form 2-C)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	3. Profit and Loss Statement (Form 2-D)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	4. Supporting Schedules (Form 2-E)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	5. Disbursements Summary (Form 2-F)
<input type="checkbox"/>	<input checked="" type="checkbox"/>	6. Narrative (Form 2-G)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	7. Bank Statements for All Bank Accounts (See Exhibit A)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	8. Bank Statement Reconciliations for all Bank Accounts (See Exhibit A)

**QUESTIONNAIRE****Yes No**

Please answer the questions below:

- |   |               |               |
|---|---------------|---------------|
| 1. Is the business still operating?   | <u>X</u> (2)  | <u>      </u> |
| 2. Were any assets (other than inventory) sold this month?                  | <u>      </u> | <u>X</u>      |
| 3. Were all employees timely paid this month?                               | <u>X</u>      | <u>      </u> |
| 4. Are all insurance policies and operating licenses current and in effect? | <u>X</u> (3)  | <u>      </u> |
| 5. Did you open any new bank accounts this month?                           | <u>      </u> | <u>X</u>      |
| 6. Did you deposit all receipts into your DIP account this month?           | <u>X</u>      | <u>      </u> |
| 7. Have all taxes been timely paid (payroll, sales, etc.)?                  | <u>X</u>      | <u>      </u> |
| 8. Are you current on U.S. Trustee quarterly fees payments?                 | <u>X</u>      | <u>      </u> |

***I declare under penalty of perjury that the following Monthly Operating Report, and any statements and attachments thereto are true, accurate and correct to the best of my belief.***

Executed on: June 21, 2019 Print Name: Joel I. SherSignature: Title: Chapter 11 Trustee

- (1) Includes the following Debtors: TMST, Inc. f/k/a Thornburg Mortgage, Inc. (Case No. 09-17787), TMST Home Loans, Inc. f/k/a Thornburg Mortgage Home Loans, Inc. (Case No. 09-17791), TMST Hedging Strategies, Inc. f/k/a Thornburg Mortgage Hedging Strategies, Inc. (Case No. 09-17792), and TMST Acquisition Subsidiary, Inc. f/k/a Thornburg Acquisition Subsidiary, Inc. (Case No. 09-17790). The Adfitech, Inc. Monthly Operating Report is filed separately under Case No. 09-17788.
- (2) The Chapter 11 Trustee is in the process of winding-up all operations.
- (3) TMST Home Loans, Inc. is currently in the process of withdrawing state licenses due to the sale of the Servicing Portfolio.

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DEBTOR: TMST, Inc. f/k/a Thornburg Mortgage, Inc., et al.CASE NO: 09-17787

**Form 2-B**  
**CASH RECEIPTS AND DISBURSEMENTS STATEMENT (1)**  
 For Period: 5/1/2019 to 5/31/2019

**CASH FLOW SUMMARY**

	Current Month	Accumulated
<b>Beginning Cash Balance</b>	<u>\$ 76,540,280 (2)</u>	<u>\$ 16,847,967 (2)</u>
2. Cash Receipts		
Operations	126,746 (3)	29,467,851
Sale of Assets	-	81,041,433
Loans/advances	-	18,364,080
Other	7,053 (4)	126,553,130
Account Transfer	-	106,550,052
<b>Total Cash Receipts</b>	<u>\$ 133,799</u>	<u>\$ 361,976,546</u>
3. Cash Disbursements		
Operations	154,525	40,570,465
Professional fees/U.S. Trustee fees	87,683	47,514,964
Other	-	107,757,160
Account Transfer	-	106,550,052
<b>Total Cash Disbursements</b>	<u>\$ 242,208</u>	<u>\$ 302,392,641</u>
4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)	<u>(108,409)</u>	<u>59,583,905</u>
5. <b>Ending Cash Balance (to Form 2-C)</b>	<u>\$ 76,431,871 (5)</u>	<u>\$ 76,431,871 (5)</u>

**CASH BALANCE SUMMARY**

Account Name/Number	Institution	Bank Balance	Deposits In Transit	Outstanding Checks	Book Balance
xxxxxxx2822	New Mexico Bank & Trust	10,170,257	0	90,819	10,079,438
xxxxxxx1650	New Mexico Bank & Trust	51,037,384	0	0	51,037,384
xxxxxxx1807	New Mexico Bank & Trust	5,539	0	0	5,539
xxxxxxx2954	New Mexico Bank & Trust	1,198	0	0	1,198
xxxxxxx2989	New Mexico Bank & Trust	4,906	0	0	4,906
xxxxxxx5856	New Mexico Bank & Trust	446,396	0	0	446,396
xxxxxxx2842	New Mexico Bank & Trust	4,000,002	0	0	4,000,002
xxxxxxx9638	The Bank of New York Mellon	1,002 (6)	0		1,002
xxxxxxx9639	The Bank of New York Mellon	0 (6)	0	0	0
xxxxxxx9681	SunTrust Bank	10,856,006	0	0	10,856,006
xxxxxxx5972	SunTrust Bank	0	0	0	0
		<u>\$ 76,522,690</u>	<u>\$ -</u>	<u>\$ 90,819</u>	<u>\$ 76,431,871 (5)</u>

(1) The term "cash" as used herein includes all forms of currency (e.g., checks, cash, money orders, etc.)

(2) Accumulated beginning cash balance is the cash available at the commencement of the case.  
Current month beginning cash balance equals the previous month's ending balance.

(3) Includes earned interest on United States Treasury Bill purchased at a discount.

(4) Wells Fargo Mortgage-Backed Certificates Litigation class action settlement.

(5) Current Month, Accumulated, and Book cash balances are the same.

(6) TMST, Inc. did not receive a more recent statement. Thus, the December 2013 statement is included in Exhibit A.

DEBTOR: TMST, Inc. f/k/a Thornburg Mortgage, Inc., et al.CASE NO: 09-17787

**Form 2-B**  
**CASH RECEIPTS AND DISBURSEMENTS STATEMENT**  
 For Period: 5/1/2019 to 5/31/2019

**CASH DISBURSEMENTS DETAIL**  
*(attach additional sheets as necessary)*

Account No:

xxxxxxx2822

Date	Check No.	Payee	Description (Purpose)	Amount
5/8/2019	WIRE	ADP Inc.	Payroll - Direct deposits	\$ 21,417
5/9/2019	WIRE	ADP, Inc.	Payroll taxes	11,502
5/9/2019	WIRE	Susman Godfrey LLP	Professional services	58,303
5/9/2019	WIRE	Grant Thornton LLP	Professional services	3,913
5/9/2019	WIRE	Tydings & Rosenberg LLP	Professional services	1,669
5/9/2019	WIRE	Shapiro Sher Guinot & Sandler	Professional services	21,145
5/22/2019	WIRE	ADP Inc.	Payroll - Direct deposits	21,417
5/23/2019	WIRE	ADP, Inc.	Payroll taxes	11,502
5/28/2019	9147	Epiq Bankruptcy Solutions, LLC	Professional services	2,653
5/28/2019	9148	Bloomberg LP	Information Services	7,320
5/28/2019	9149	Midcon Data Services LLC	Document Storage	2,578
5/28/2019	9150	TBConsulting	Contract Services	52,009
5/28/2019	9151	FedEX	Shipping	117
5/28/2019	9152	Crystal Springs	Office Supplies	44
5/28/2019	9153	Iron Mountain Information Management	Document Storage	720
5/28/2019	9154	AT&T TeleConference Service	TeleConference Service	14
5/28/2019	9155	Level 3 Communications	Information Services	1,283
5/28/2019	9156	Crumbacher Business Systems Inc.	Office Supplies	64
5/28/2019	9157	TMST Employee	Expense reimbursement	1,318
5/28/2019	9158	First Interstate Plaza	Office Lease_Rent	6,811
5/28/2019	9159	American Stock Transfer & Trust	Transfer Agent	1,134
5/28/2019	9160	iControlESI	Information Services	14,755
Total Cash Disbursements				\$ <u>241,688</u> (1)

(1) Total for all accounts should agree with total cash disbursements listed on Form 2-B, page 2

DEBTOR: TMST, Inc. f/k/a Thornburg Mortgage, Inc., et al.CASE NO: 09-17787

**Form 2-B**  
**CASH RECEIPTS STATEMENT**

For Period: 5/1/2019 to 5/31/2019**CASH RECEIPTS DETAIL***(attach additional sheets as necessary)*

Account No:

xxxxxxx2822

Date	Payor	Description (Purpose)	Amount
5/7/2019	Wells Fargo Bank	Wells Fargo Settlement	\$ 7,053
5/7/2019	Grant Thornton LLP	FedEx Reimbursement	46
5/28/2019	Wells Fargo Bank	Reinvestment Income	15,855
5/28/2019	Ocwen Loan Servicing LLC	Credit Risk Advisor Fee	106
5/28/2019	Wells Fargo Bank	Credit Risk Advisor Fee	77
5/28/2019	Wells Fargo Bank	Credit Risk Advisor Fee	35
Total Cash Receipts			\$ <u>23,172 (1)</u>

(1) Total for all accounts should agree with total cash receipts listed on Form 2-B, page 2

DEBTOR: TMST, Inc. f/k/a Thornburg Mortgage, Inc., et al.CASE NO: 09-17787**Form 2-B****CASH RECEIPTS STATEMENT**For Period: 5/1/2019 to 5/31/2019**CASH RECEIPTS DETAIL***(attach additional sheets as necessary)*

Account No:

**xxxxxxx1650**

Date	Payor	Description (Purpose)	Amount
5/1/2019	New Mexico Bank & Trust	Money Market Dividends	\$ 57
5/31/2019	New Mexico Bank & Trust	United States Treasury Bill Interest	110,570 (2)
Total Cash Receipts			\$ <u>110,626</u> (1)

(1) Total for all accounts should agree with total cash receipts listed on Form 2-B, page 2

(2) Interest earned on United States Treasury Bill purchased at a discount.

DEBTOR: TMST, Inc. f/k/a Thornburg Mortgage, Inc., et al.

CASE NO: 09-17787

## Form 2-B

## CASH RECEIPTS AND DISBURSEMENTS STATEMENT

For Period: 5/1/2019 to 5/31/2019

## CASH DISBURSEMENTS DETAIL

Account No:

xxxxxxx2989

(attach additional sheets as necessary)

Date	Check No.	Payee	Description (Purpose)	Amount
5/3/2019	ACH	ADP Financial Services	Payroll processing	\$ 220
5/17/2019	ACH	ADP Financial Services	Payroll processing	129
5/24/2019	ACH	ADP Financial Services	Payroll processing	42
5/31/2019	ACH	ADP Financial Services	Payroll processing	129
Total Cash Disbursements				\$ 520 (1)

(1) Total for all accounts should agree with total cash disbursements listed on Form 2-B, page 2

DEBTOR: TMST, Inc. f/k/a Thornburg Mortgage, Inc., et al. CASE NO: 09-17787

Form 2-C  
**COMPARATIVE BALANCE SHEET**  
For Period Ended: May 31, 2019

<b>ASSETS</b>	Current Month	Petition Date (1)
<b>Current Assets:</b>		
Cash and Cash Equivalents (from Form 2-B)	\$ 76,431,871	\$ 16,848,967
Accounts Receivable (from Form 2-E) (2)	310,326	9,403,326
Other Current Assets (List): <u>Prepaid expenses &amp; retainers (2)</u>	395,563	4,807,453
<u>Accrued interest receivable</u>	-	47,878
<b>Total Current Assets</b>	<u>77,137,760</u>	<u>31,107,624</u>
<b>Fixed Assets:</b>		
Equipment, Furniture and Fixtures	1,201,340	1,201,340
<b>Total Fixed Assets</b>	<u>1,201,340</u>	<u>1,201,340</u>
Less: Accumulated Depreciation	<u>1,201,340</u>	<u>533,109</u>
<b>Net Fixed Assets</b>	<u>-</u>	<u>668,231</u>
<b>Other Assets (List):</b>		
<u>Restricted cash</u>	-	201,432,689
<u>Mortgage servicing portfolio</u>	-	87,104,385
<u>Investment in subsidiaries (3)</u>	(6,000,000)	21,244,747
<u>Loan held for sale (4)</u>	-	8,359,404
<u>Deposits (5)</u>	440,000	300,000
<b>TOTAL ASSETS</b>	<u>\$ 71,577,760</u>	<u>\$ 350,217,080</u>
<b>LIABILITIES</b>		
Post-petition Accounts Payable (from Form 2-E) (2)	\$ 97,910	\$ -
Post-petition Accrued Professional Fees (from Form 2-E) (2)	4,064,325	-
Post-petition Taxes Payable (from Form 2-E)	-	-
Other Post-petition Payable(List): <u>Contingent obligations (6)</u>	2,686,773	-
<b>Total Post Petition Liabilities</b>	<u>6,849,008</u>	<u>-</u>
<b>Pre Petition Liabilities:</b>		
Secured Debt	-	-
Unsecured Debt (3)	2,397,480,976	3,664,898,118
<b>Total Pre Petition Liabilities</b>	<u>2,397,480,976</u>	<u>3,664,898,118</u>
<b>TOTAL LIABILITIES</b>	<u>2,404,329,984</u>	<u>3,664,898,118</u>
<b>OWNERS' EQUITY</b>		
Owner's/Stockholder's Equity	3,640,741,359	3,640,741,359
Retained Earnings - Prepetition	(6,955,422,396)	(6,955,422,396)
Retained Earnings - Post-petition (7)	981,928,813	-
<b>TOTAL OWNERS' EQUITY</b>	<u>(2,332,752,224)</u>	<u>(3,314,681,037)</u>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<u>\$ 71,577,760</u>	<u>\$ 350,217,080</u>

(1) Petition date values are taken from the Debtors' balance sheet as of the petition date or are the values listed on the Debtors' schedules.

(2) On March 05, 2012, the Trustee's motion with The Bankruptcy Court seeking approval of a settlement of all claims asserted against SAF Financial, Inc., Orrick, Herrington & Sutcliffe LLP, Thornburg Mortgage Advisory Corporation and other individual defendants, was approved. As a result of the settlement, the Defendants made a Settlement Payment of \$6.5 million to TMST, Inc. The Settlement Payment includes payment of various amounts by all of the Defendants, including the return by Orrick of a \$334,533 retainer, the return by Orrick of \$163,818 TMST paid for post-petition services, and a waiver by Orrick of \$449,718 in unpaid fees and expenses incurred post-petition for which it was not paid. As part of the Settlement, TMST alleviated from its balance sheet, a \$250,000 retainer paid to TMAC, \$492,482 in accounts receivable from TMAC, and \$549,457 in unpaid fees to TMAC.

Beginning April 2015, fees and expenses for the Trustee's Counsel include fees incurred in the connection with all matters with the exception of Matter No. 022, J.P. Morgan, Inc. Chase Funding (Counter-Parties). With respect to fees and expenses incurred in connection with Matter No. 022, J.P. Morgan, Inc. Chase Funding (Counter-Parties), compensation is subject to the Court's Order Approving (In Part) Trustee's Application [Dkt. No. 2120] for Authority to Employ Special Litigation Counsel and to Make Limited Modification to the Terms of the Existing Retention Order for Counsel to the Trustee which is found at [Dkt. No. 2191] (the "Retention Order"). Accruals and payments to The Trustee's Counsel are based on monthly applications for interim compensation, special litigation counsel fees, and reimbursement of expenses incurred.

(3) Pre-petition unsecured debt includes a \$1.1 billion fair value adjustment for Senior Subordinated Secured Notes recorded under GAAP. Total pre-petition liabilities prior to the fair value adjustment is \$4,542,124,192.

On March 15, 2010 the Second Amended Chapter 11 Plan of Reorganization for ADFITECH, Inc. became effective. TMST Home Loans interests were deemed cancelled on the Effective Date and Senior Notes Guarantee Claims against TMST, Inc. were reduced by \$38.6 million under the plan.

On February 22, 2012, The Bankruptcy Court issued its decision in the MSR Litigation on the question of allocation of proceeds from the sale of TMHL's Servicing Portfolio. The Bankruptcy Court determined certain Counterparties held a security interest equal to 95% of the proceeds from the sale of the Servicing Portfolio and the estate held an interest in 5% of those proceeds. Furthermore the Bankruptcy Court determined that the Counterparties security interest did not extend to any reimbursements obtained from the sale of the Servicing Portfolio. In order to resolve all remaining issues in the MSR Litigation and to implement the Bankruptcy Courts decision, the Trustee transferred \$71,670,314 from SunTrust Bank to the Collateral Agent for the benefit of the Counterparties on September 13, 2012, \$413,319 on December 17, 2012, and \$2,253,360 on May 28, 2013. The parties agreed that the Trustee retains the right to seek the surcharge or recovery of any portion of the MSR Sale Commission from the Counterparties, and therefore the \$2,253,360 remains subject to the Trustee's surcharge claims.

On October 26, 2018, the Trustee's motion with The Bankruptcy Court seeking approval of a settlement and release agreement between the Trustee and RBS Defendants was approved. RBS Defendants have agreed to pay TMST, Inc. \$23.5 Million in satisfaction of all claims. In addition, the RBS Defendants have agreed that their Proofs Of Claim in the aggregate approximate amount of \$828.9 Million will be deemed disallowed and expunged in the Bankruptcy Case. RBS Defendants are one of five groups named defendants in the matter of Joel I. Sher, in his capacity as Chapter 11 Trustee for TMST, et al. v. JPMorgan Chase Funding Inc., et al., ADV. P. 11-00340.

- (4) On July 23, 2013, The Bankruptcy Court granted the Trustee's motion for Approval of Settlement and Compromise of Controversies among the Trustee, Luxury Mortgage Corp., and Commonwealth Land Title Insurance Co., for a settlement amount of \$1 million with respect to the mortgage loan purchased from Luxury Mortgage Corp.
- (5) On August 27, 2013, The Bankruptcy Court granted the Trustee's motion for Approval of Settlement and Compromise of Controversies between the Trustee and Liberty Mutual Insurance Company, for a settlement amount of \$2.275 million, less attorney's fees and costs. Liberty Mutual has agreed, over time, to return the remaining collateral as the penal bonds expire less claims and attorney's fees and costs. On July 2, 2014, October 5, 2016 and July 2, 2018 Liberty Mutual returned additional collateral on expired penal bonds.
- (6) Includes cash payments received that will require bankruptcy court ruling to resolve ownership issues. The settlement and release agreement between the Trustee and RBS Defendants reduced certain disputed contingent obligations by \$609,514 in November 2018.
- (7) Post-petition Retained Earning includes a loss of \$4.23 million related to 2009, income of \$2.99 million related to 2010, a loss of \$10.24 million related to 2011, a loss of \$1 million related to 2012, a loss of \$1.97 million related to 2013, income of \$11.32 million related to 2014, income of \$1.17 million related to 2015, a loss of \$5.33 million related to 2016, income of \$25.66 million related to 2017, and income of \$964.54 million related to 2018.

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**Form 2-D**  
**PROFIT AND LOSS STATEMENT**

For Period From: May 1, 2019 to May 31, 2019

	<b>Current Month</b>	<b>Post-petition Accumulated Total (1)</b>
Operating Revenue		
Interest income (2)	\$ 110,656	\$ 6,816,557
Mortgage servicing income	16,073	22,172,875
<b>Net Operating Revenue</b>	<b>126,729</b>	<b>28,989,432</b>
Total interest expense / (benefit) (3)	-	(1,195,076)
<b>Gross Profit</b>	<b>126,729</b>	<b>30,184,508</b>
Operating Expenses		
Officer Compensation	-	895,390
Selling, General and Administrative	172,228	41,656,708
Rents and Leases	6,811	1,512,734
Depreciation, Depletion and Amortization	-	668,240
Other (list): _____	-	-
<b>Total Operating Expenses</b>	<b>179,039</b>	<b>44,733,072</b>
<b>Operating Income / (Loss)</b>	<b>(52,310)</b>	<b>(14,548,564)</b>
Non-Operating Income / (Expenses)		
Earnings from subsidiaries	-	3,368,902
Other Non-Operating Income (4)	7,053	112,211,040
Gain on extinguishment of debt (5)	-	950,449,707
<b>Net Non-Operating Income / (Expenses)</b>	<b>7,053</b>	<b>1,066,029,649</b>
Reorganization Expenses		
Legal and Professional Fees (6)	104,182	65,110,830
Other Reorganization Expense	-	4,736,295
<b>Total Reorganization Expenses</b>	<b>104,182</b>	<b>69,847,125</b>
<b>Net Income / (Loss) Before Income Taxes</b>	<b>(149,439)</b>	<b>981,633,960</b>
Federal and State Income Tax Expense / (Benefit) (7)	-	(294,853)
<b>NET INCOME / (LOSS)</b>	<b>\$ (149,439)</b>	<b>\$ 981,928,813</b>

(1) Accumulated Totals include all revenue and expenses since the petition date.

(2) Accumulated total includes approximately \$4.5 million of \$30.0 million in certain Owner Trust residual interest distributions that may require bankruptcy court ruling to resolve ownership issues. To be conservative, the Company has not recorded a \$25.5 million receivable or the related income.

(3) Accumulated total reflects amortization of derivatives.

(4) Accumulated total includes a \$812,915 settlement with ADCO Trust Parties related to Thornburg Mortgage Securites Trust 2007-3 claims, a \$23.5 million settlement with RBS Defendants related to various financing and derivative transactions, a \$30.125 million settlement with RBC Capital Markets, LLC related to margin calls and the liquidation of collateral held for 2007 repurchase transactions, a \$23 million settlement with Barclays Capital related to margin calls and the liquidation of collateral held for 2007 repurchase transactions, a settlement with Goldman, Sachs & Co. related to margin calls and the liquidation of collateral held for 2008 repurchase transactions, a \$40,000 settlement with SS&C Technologies, Inc. to recover prepetition transfers, a \$9 million loss from the settlement with respect to the mortgage loan purchased from Luxury Mortgage Corp., a \$4.3 million class action settlement distribution from Wells Fargo Mortgage-Backed Certificate Litigation, a \$3 million payment under Zuni Joint Prosecution Agreement related to settlement with Countrywide Home Loans, Inc. and Bank of America, a \$6.5 million settlement from SAF Financial, et al., a \$100 thousand settlement from Big Tree, Inc., an approximately \$1 million settlement from Bank of America, an \$8 million gain on the reorganization of Adfitech, Inc., a \$3.9 million gain on the servicing portfolio, a \$3.3 million loss

incurred on the whole loan liquidation and a \$3.9 million gain on cancellation of auction swaps agreements by CSFB and RBS as reported in each entity's respective bankruptcy claim filings.

- (5) On October 26, 2018, the Trustee's motion with The Bankruptcy Court seeking approval of a settlement and release agreement between the Trustee and RBS Defendants was approved. As part of the terms of the settlement, the parties exchanged mutual releases and the RBS Defendants Proof of Claim will be disallowed.
- (6) Beginning April 2015, fees and expenses for the Trustee's Counsel include fees incurred in the connection with all matters with the exception of Matter No. 022, J.P. Morgan, Inc. Chase Funding (Counter-Parties). With respect to fees and expenses incurred in connection with Matter No. 022, J.P. Morgan, Inc. Chase Funding (Counter-Parties), compensation is subject to the Court's Order Approving (In Part) Trustee's Application [Dkt. No. 2120] for Authority to Employ Special Litigation Counsel and to Make Limited Modification to the Terms of the Existing Retention Order for Counsel to the Trustee which is found at [Dkt. No. 2191] (the "Retention Order"). Accruals and payments to The Trustee's Counsel are based on monthly applications for interim compensation and reimbursement of expenses incurred.
- (7) In early January 2010, the Trustee signed a Consent Agreement with the Internal Revenue Service to change TMST, Inc.'s method of accounting related to the reporting of taxable income associated with REMIC regular interests. Due to the large 2009 operating losses for TMST, Inc. no tax liability was incurred. For tax year 2010, the Trustee was advised TMST, Inc. no longer qualified as a REIT and filed a consolidated return. Due to prior net operating losses, no tax liability was incurred in 2010, 2011, 2012, 2013, 2014, 2015, 2016 or 2017.

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**Form 2-E**  
**SUPPORTING SCHEDULES**  
May 1, 2019 to May 31, 2019

**POST PETITION TAXES PAYABLE SCHEDULE**

	<u>Beginning Balance</u>	<u>Amount Accrued</u>	<u>Amount Paid</u>	<u>Date Paid</u>	<u>Check Number</u>	<u>Ending Balance</u>
Income Tax Withheld						
Federal	\$ -	5,474	\$ 5,474	5/9/2019	Wire	\$ -
		5,474	5,474	5/23/2019	Wire	-
						-
State	-	1,349	1,349	5/9/2019	Wire	-
		1,349	1,349	5/23/2019	Wire	-
						-
FICA Tax Withheld	-	2,339	2,339	5/9/2019	Wire	-
		2,339	2,339	5/23/2019	Wire	-
						-
Employer's FICA Tax	-	2,339	2,339	5/9/2019	Wire	-
		2,339	2,339	5/23/2019	Wire	-
						-
Unemployment Tax						
Federal	-					-
						-
State	-		-			-
			-			-
						-
Sales, Use & Excise Taxes	-					-
Property Taxes	-					-
Accrued Income Tax						
Federal	-					-
State	-					-
TOTALS	<u>\$ -</u>	<u>\$ 23,004</u>	<u>\$ 23,004</u>			<u>\$ -</u>

**INSURANCE SCHEDULE**

	<u>Carrier</u>	<u>Amount of Coverage</u>	<u>Expiration Date</u>	<u>Premiums Paid Through</u>
Workers' Compensation	The Cincinnati Insurance Co.	\$ 500,000/incident	8/1/2019	8/1/2019
General Liability	The Cincinnati Insurance Co.	\$ 1,000,000/incident	8/11/2019	8/11/2019
Property (Fire, Theft) (1)	N/A			
Vehicle (1)	N/A			
Directors & Officers (Excess)	N/A			
Directors & Officers (Primary)	N/A			
Trustee Surety Bond	Liberty Mutual Insurance Company	\$ 86,000,000	10/28/2019	10/28/2019

(1) Commercial Property and Vehicle coverage are included in the General Liability Commercial Package policy.

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## Form 2-E

## SUPPORTING SCHEDULES

For Period: 5/1/2019 to 5/31/2019**ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING**

<u>Due</u>	<u>Accounts Receivable (1)</u>	<u>Post Petition Accounts Payable (2)</u>
Under 30 days	\$ 60	\$ 244,694
30 to 60 days	-	144,426
61 to 90 days	-	175,010
91 to 120 days	-	10,032
Over 120 days	-	3,588,073
Unavailable	191,008 (3)	
<b>Total Post Petition</b>	<u>191,068</u>	
<b>Pre Petition Amounts</b>	<u>119,258 (3)</u>	
Total Accounts Receivable	310,326	
Less: Bad Debt Reserve	-	
<b>Net Accounts Receivable (to Form 2-C)</b>	<u>\$ 310,326</u>	
	<b>Total Post Petition Accounts Payable</b>	<u>\$ 4,162,235</u>

(1) See Exhibit B for Accounts Receivable Aging

(2) See Exhibit C for Accounts Payable Aging

(3) Receivable amounts include balances due from multiple mortgage loan holders. Aging of the balances due is not available.

**SCHEDULE OF PAYMENTS TO ATTORNEYS AND OTHER PROFESSIONALS**

	<u>Month-end Retainer Balance</u>	<u>Current Month's Accrual</u>	<u>Paid in Current Month</u>	<u>Date of Court Approval</u>	<u>Month-end Balance Due * (1)</u>
Debtor's Counsel (2)	\$ -	\$ -	\$ -		\$ -
Debtor's Special Counsel (3)	-	-	-		-
Creditors' Committee's Counsel	100,000	10,889	1,669		74,457
Unsecured Creditors' Financial Advisor	-	-	-		10,591
Chapter 11 Trustee (4)	-	-	-		3,500,000
Trustee's Counsel (5)	-	135,000	79,447		421,059
Trustee's Financial Advisor	-	5,000	3,913		29,342
Trustee's Tax Advisor (6)	-	10,000	-		10,000
Trustee's Consultant	-	-	-		17,483
Claims Agent	-	1,393	2,653		1,394
<b>Total</b>	<u>\$ 100,000</u>	<u>\$ 162,283</u>	<u>\$ 87,683</u>		<u>\$ 4,064,325</u>

\* Balance due to include fees and expenses incurred but not yet paid.

(1) Includes estimates for amounts that may be due to professionals for which an invoice for services had not been received.

(2) Retainer Balance, net of outstanding fees, was returned to TMST, Inc. on August 3, 2010

(3) Orrick, Herrington & Sutcliffe LLP is no longer Debtors' Special Counsel. The balance due became the subject of an adversary proceeding filed against Orrick, Herrington & Sutcliffe LLP and other related parties. On March 05, 2012, the Trustee's motion with The Bankruptcy Court seeking approval of a settlement of all claims asserted against SAF Financial, Inc., Orrick, Herrington & Sutcliffe LLP, Thornburg Mortgage Advisory Corporation and other individual defendants, was approved. As a result of the settlement, the Defendants made a Settlement Payment of \$6.5 million to TMST, Inc. The Settlement Payment includes payment of various amounts by all of the Defendants, including the return by Orrick of a \$334,533 retainer, the return by Orrick of \$163,818 TMST paid for post-petition services, and a waiver by Orrick of \$449,718 in unpaid fees and expenses incurred post-petition for which it was not paid.

(4) Chapter 11 Trustee commission is an estimate based on time spent performing the Trustee function at customary rates and accumulated disbursements. The actual commission awarded is subject to Bankruptcy Court approval and will vary from the estimate.

(5) Beginning April 2015, fees and expenses for the Trustee's Counsel include fees incurred in the connection with all matters with the exception of Matter No. 022, J.P. Morgan, Inc. Chase Funding (Counter-Parties). With respect to fees and expenses incurred in connection with Matter No. 022, J.P. Morgan, Inc. Chase Funding (Counter-Parties), compensation is subject to the Court's Order Approving (In Part) Trustee's Application [Dkt. No. 2120] for Authority to Employ Special Litigation Counsel and to Make Limited Modification to the Terms of the Existing Retention Order for Counsel to the Trustee which is found at [Dkt. No. 2191] (the "Retention Order"). Accruals and payments to The Trustee's Counsel are based on monthly applications for interim compensation, special litigation counsel fees, and reimbursement of expenses incurred.

(6) The Chapter 11 Trustee was authorized to retain KPMG LLP to provide tax compliance and consulting services on May 26, 2010 pursuant to their February 26, 2010 engagement letter. Payments for services rendered prior to February 28, 2010 are reported pursuant to the Ordinary Course Professional Compensation Procedures.

Rev. 4/2008

DEBTOR: TMST, Inc. f/k/a Thornburg Mortgage, Inc., et al.

CASE NO: 09-17787

Form 2-E

**SUPPORTING SCHEDULES**

For Period: 5/1/2019 to 5/31/2019

***SCHEDULE OF PAYMENTS AND TRANSFERS TO PRINCIPALS/EXECUTIVES\*\****

Payee Name	Position	Nature of Payment	Amount
N/A			

\*\*List payments and transfers of any kind and in any form made to or for the benefit of any proprietor, owner, partner, shareholder, officer or director.

Rev. 4/2008

DEBTOR: TMST, Inc. f/k/a Thornburg Mortgage, Inc., et al.CASE NO: 09-17787

Form 2-F  
**DISBURSEMENT SUMMARY**  
 For the Month Ended: May 31, 2019

**QUARTERLY DISBURSEMENT CALCULATION**

		TMST, Inc., et al.
1.	Disbursements made in calendar quarter	
	April 2019	\$ 317,948
	May 2019	242,208
	June 2019	
	<b>Quarterly Total</b>	<b><u>\$ 560,156</u></b>

**FEE SCHEDULE**

<u>Quarterly Disbursements</u>	<u>Fee</u>	<u>Quarterly Disbursements</u>	<u>Fee</u>
\$0 to \$14,999.....	\$325	\$1,000,000 or more	1% of quarterly disbursements
\$15,000 to \$74,999.....	\$650		or \$250,000, whichever is less.
\$75,000 to \$149,999.....	\$975		
\$150,000 to \$224,999.....	\$1,625		
\$225,000 to \$299,999.....	\$1,950		
\$300,000 to \$999,999.....	\$4,875		

*Interest will be assessed on Chapter 11 quarterly fees not paid by the end of the month following the end of the calendar quarter pursuant to 31 U.S.C. Sec. 3717. The interest rate assessed is the rate in effect as determined by the Treasury Department at the time the account becomes past due.*

*Failure to pay the quarterly fee is cause for conversion or dismissal of the chapter 11 case. [11 U.S.C. Sec. 1112(b)(10)]*

System: 6/11/2019 4:53:15 PM  
User Date: 6/10/2019

TMST, Inc. f/k/a Thornburg Mor  
RECONCILIATION POSTING JOURNAL  
Bank Reconciliation

Page: 1  
User ID: nvelasco

Audit Trail Code: CMADJ00000246  
Checkbook ID: TMA  
Description: New Mexico Bank & Trust

Bank Statement Ending Balance: \$10,170,257.16  
Bank Statement Ending Date: 5/1/2019  
Cutoff Date: 5/31/2019

Statement Ending Balance	\$10,170,257.16
Outstanding Checks (-)	\$90,819.38
Deposits in Transit (+)	\$0.00
	-----
Adjusted Bank Balance	\$10,079,437.78
	-----
Checkbook Balance as of Cutoff	\$10,079,437.78
Adjustments	\$0.00
	-----
Adjusted Book Balance	\$10,079,437.78
	-----
Difference	\$0.00
	=====

System: 6/11/2019 4:53:20 PM  
 User Date: 6/10/2019

TMST, Inc. f/k/a Thornburg Mor  
 OUTSTANDING TRANSACTIONS REPORT  
 Bank Reconciliation

Page: 1  
 User ID: nvelasco

Checkbook ID: TMA  
 Description: New Mexico Bank & Trust  
 Sorted By: Type

Type	Number	Date	Paid To/Rcvd From	Trx Amount
CHK	9147	5/28/2019	Epiq Corporate Restructuring L	(\$2,653.35)
CHK	9148	5/28/2019	Bloomberg LP	(\$7,319.53)
CHK	9149	5/28/2019	Midcon Data Services	(\$2,577.50)
CHK	9150	5/28/2019	TBConsulting	(\$52,009.00)
CHK	9151	5/28/2019	FedEx	(\$116.52)
CHK	9152	5/28/2019	Crystal Springs	(\$43.69)
CHK	9153	5/28/2019	Iron Mountain Information Mana	(\$720.29)
CHK	9154	5/28/2019	AT&T TeleConferenceServices	(\$13.80)
CHK	9155	5/28/2019	CenturyLink	(\$1,283.42)
CHK	9156	5/28/2019	Crumbacher Business Systems In	(\$63.79)
CHK	9157	5/28/2019		(\$1,318.23)
CHK	9158	5/28/2019	First Interstate Plaza	(\$6,811.31)
CHK	9159	5/28/2019	American Stock Transfer & Trus	(\$1,134.00)
CHK	9160	5/28/2019	iControlESI	(\$14,754.95)

14 Transaction(s)

Totals:

Number of Payments	14
Amount of Payments	\$90,819.38
Number of Deposits	0
Amount of Deposits	\$0.00



PHONE 505-830-8100 OR 877-280-1856  
 NEW MEXICO BANK & TRUST  
 PO BOX 1048  
 ALBUQUERQUE NM 87103-1048



Attn: Business Customers.  
 2019 Pricing and Annual Sweep Disclosures  
 may be located at:  
<https://www.nmb-t.com/service-fees-business>

TMST INC  
 DIP CASE # 09 17787  
 125 LINCOLN AVE SUITE 100  
 SANTA FE NM 87501-2052

\*\*\*\*\*822  
 PAGE NUMBER 1  
 STATEMENT DATE 05-31-19  
 ENC 16

-----  
 \* ACCOUNT TYPE: BUSINESS ANALYSIS CHECKING  
 \* ACCOUNT NUMBER: \*\*\*\*\*822  
 BEGINNING BALANCE 04-30-19 10,387,344.31  
 + DEPOSITS AND OTHER CREDITS 23,172.19  
 - CHECKS AND OTHER WITHDRAWALS 240,259.34  
 - SERVICE FEES .00  
 ENDING BALANCE 05-31-19 10,170,257.16  
 -----

DEPOSITS AND OTHER CREDITS  

DATE	DESCRIPTION	AMOUNT
05/07/19	DEPOSIT	7,052.59
05/07/19	DEPOSIT	46.32
05/28/19	WIRE IN THORNBURG- 2005-2	15,855.49
05/28/19	WIRE IN GSR-2005-AR4	35.24
05/28/19	WIRE IN GSR-2005-AR7	76.56
05/28/19	WIRE IN OCWEN LOAN SERVICING L	105.99

TOTAL # CREDITS 6 TOTAL CREDITS 23,172.19  
 -----

CHECKS PAID  

NUMBER	AMOUNT	DATE	NUMBER	AMOUNT	DATE
9133	2,577.50	05/07/19	9140	1,714.76	05/08/19
9134	697.53	05/07/19	9141	14,175.65	05/08/19
9135	30.63	05/07/19	9142	6,811.31	05/08/19
9136	185.42	05/10/19	9143	67.28	05/06/19
9137	12,642.23	05/09/19	9144	166.95	05/09/19
9138	11.26	05/07/19	9145	1,283.43	05/06/19
9139	47,925.00	05/06/19	9146	1,102.00	05/09/19

TOTAL # CHECKS PAID 14 TOTAL CHECKS PAID 89,390.95  
 -----

OTHER WITHDRAWALS  

DATE	DESCRIPTION	AMOUNT
05/08/19	WIRE OUT ADP CLIENT TRUST	21,417.41-
05/09/19	WIRE OUT ADP CLIENT TRUST	11,501.93-
05/09/19	WIRE OUT Tydings Rosenberg	1,669.20-
05/09/19	WIRE OUT Grant Thornton	3,913.20-
05/09/19	WIRE OUT Susman Godfrey	58,302.50-
05/09/19	WIRE OUT Shapiro Sher Guinot &	21,144.81-
05/22/19	WIRE OUT ADP CLIENT TRUST	21,417.37-
05/23/19	WIRE OUT ADP CLIENT TRUST	11,501.97-

TOTAL # OTHER WITHDRAWALS 8 TOTAL OTHER WITHDRAWALS 150,868.39-  
 -----

BALANCE SUMMARY  

DATE	BALANCE	DATE	BALANCE	DATE	BALANCE
04/30/19	10,387,344.31	05/06/19	10,338,068.60	05/07/19	10,341,850.59
05/08/19	10,297,731.46	05/09/19	10,187,288.64	05/10/19	10,187,103.22
05/22/19	10,165,685.85	05/23/19	10,154,183.88	05/28/19	10,170,257.16

**Wealth Advisory Services**

320 Gold Ave. | Ste. 200 | P.O. Box 2300  
Albuquerque, NM 87103-2300

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## Your Monthly Portfolio Statement

May 1, 2019 - May 31, 2019

**Your Financial Advisor(s)**

Anna Grace +1 505 830-8206 agrace@nmb-t.com

**Accounts Included In This Statement**

TMST Inc. DIP Case 09 17787 Custodial Account

**Your Monthly Portfolio Statement**  
May 1, 2019 - May 31, 2019



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## Your Portfolio Summary

### Activity Summary

	This Period (\$)	Year to Date (\$)
Beginning Market Value	50,926,757.79	50,541,306.64
Cash and security transfers	0.00	-1,999.72
Contributions	0.00	0.00
Income & Capital Gain Distributions	56.51	313,963.68
Fees	0.00	-25,393.36
Withdrawals	0.00	0.00
Change in Account Value	110,569.57	209,506.63
<b>Market Value on May 31, 2019</b>	<b>\$51,037,383.87</b>	<b>\$51,037,383.87</b>

### Income Earned

	This Period (\$)	Year to Date (\$)
Taxable Income	56.51	313,963.68
Tax-Exempt Income	0.00	0.00
Tax-Deferred Income	0.00	0.00
<b>Total Income Earned</b>	<b>\$56.51</b>	<b>\$313,963.68</b>
<b>Total Short Term Realized Capital Gain/Loss</b>	<b>\$0.00</b>	<b>\$0.00</b>
<b>Total Long Term Realized Capital Gain/Loss</b>	<b>\$0.00</b>	<b>\$0.00</b>
<b>Total Realized Capital Gain/Loss</b>	<b>\$0.00</b>	<b>\$0.00</b>

This summary is for your reference. It is not intended for tax-reporting purposes. Taxable income is taxable at the federal level and may be taxable at the state level.

### Asset Allocation on May 31, 2019

	Market Value (\$)	Percent
Fixed Income	51,006,323.60	100%
Cash and Cash Equivalents	31,060.27	0%
<b>Total of Your Portfolio</b>	<b>\$51,037,383.87</b>	<b>100%</b>

Pending Transactions could include any of the following items; overdrawn portfolios within the account, cash transfers posted after the last sweep run at month end, purchases placed after the last sweep run at month end, non marketable securities that are classified as liabilities or assets in the account with negative market value.



## Overview of Your Account - 1650 TMST Inc. DIP Case 09 17787 Custodial Account

### Activity Summary

	This Period (\$)	Year to Date (\$)
Beginning Market Value	50,926,757.79	50,541,306.64
Cash and security transfers	0.00	-1,999.72
Contributions	0.00	0.00
Income & Capital Gain Distributions	56.51	313,963.68
Fees	0.00	-25,393.36
Withdrawals	0.00	0.00
Change in Account Value	110,569.57	209,506.63
Market Value on May 31, 2019	\$51,037,383.87	\$51,037,383.87

### Income Earned

	This Period (\$)	Year to Date (\$)
Taxable Income	56.51	313,963.68
Tax-Exempt Income	0.00	0.00
Tax-Deferred Income	0.00	0.00
Total Income Earned	\$56.51	\$313,963.68
Total Short Term Realized Capital Gain/Loss	\$0.00	\$0.00
Total Long Term Realized Capital Gain/Loss	\$0.00	\$0.00
Total Realized Capital Gain/Loss	\$0.00	\$0.00

This summary is for your reference. It is not intended for tax-reporting purposes. Taxable income is taxable at the federal level and may be taxable at the state level.

### Asset Allocation on May 31, 2019

	Market Value (\$)	Percent
Fixed Income	51,006,323.60	100%
Cash and Cash Equivalents	31,060.27	0%
Total of Your Account	\$51,037,383.87	100%

Pending Transactions could include any of the following items: overdrawn portfolios within the account, cash transfers posted after the last sweep run at month end, purchases placed after the last sweep run at month end, non marketable securities that are classified as liabilities or assets in the account with negative market value.



# WEALTH ADVISORY SERVICES

Your Monthly Portfolio Statement  
May 1, 2019 - May 31, 2019

## Your Asset Summary on May 31, 2019

	Market Value	Cost Basis	Unrealized Gain or Loss	Estimated Annual Income	Yield at Market	% of Account
<b>1650 TMST Inc. DIP Case 09 17787 Custodial Account</b>						
Fixed Income	51,006,323.60	50,765,798.21	240,525.39	0.00		99.94%
Cash and Cash Equivalents	31,060.27	31,060.27	0.00	680.22	2.19%	0.06%
<b>Total for 1650 TMST Inc. DIP Case 09 17787 Custodial Account</b>	<b>\$51,037,383.87</b>	<b>\$50,796,858.48</b>	<b>\$240,525.39</b>	<b>\$680.22</b>		<b>100.00%</b>



# WEALTH ADVISORY SERVICES

Your Monthly Portfolio Statement  
May 1, 2019 - May 31, 2019

## Your Portfolio Holdings on May 31, 2019

	Number of Shares	Share Price	Market Value	Cost Basis	Unrealized Gain or Loss	Est. Ann. Inc. / Yield at Market	% of Account
<b>Fixed Income</b>							
<i>Fixed Income</i>							
United States Treasury Bill Zero 27 Jun 2019	30,855,000.00	99.832	30,803,163.60	30,679,955.73	123,207.87	0.00	60.35%
CUSIP: 912796RV3							
<b>Total Fixed Income</b>			<b>\$30,803,163.60</b>	<b>\$30,679,955.73</b>	<b>\$123,207.87</b>	<b>\$0.00</b>	<b>60.35%</b>
<i>Taxable</i>							
United States Treasury Bill Zero 29 Aug 2019	20,320,000.00	99.425	20,203,160.00	20,085,842.48	117,317.52	0.00	39.59%
CUSIP: 912796SF7							
<b>Total Taxable</b>			<b>\$20,203,160.00</b>	<b>\$20,085,842.48</b>	<b>\$117,317.52</b>	<b>\$0.00</b>	<b>39.59%</b>
<b>Total Fixed Income</b>			<b>\$51,006,323.60</b>	<b>\$50,765,798.21</b>	<b>\$240,525.39</b>	<b>\$0.00</b>	<b>99.94%</b>
<b>Cash and Cash Equivalents</b>							
<i>Cash and Cash Equivalents</i>							
Heartland - Wide Savings	31,060.27	1.00	31,060.27	31,060.27	0.00	680.22 2.19%	0.06%
CUSIP: HTLFMM001							
<b>Total Cash and Cash Equivalents</b>			<b>\$31,060.27</b>	<b>\$31,060.27</b>	<b>\$0.00</b>	<b>\$680.22 2.19%</b>	<b>0.06%</b>
<b>Total Cash and Cash Equivalents</b>			<b>\$31,060.27</b>	<b>\$31,060.27</b>	<b>\$0.00</b>	<b>\$680.22 2.19%</b>	<b>0.06%</b>
<b>Total For Your Portfolio</b>			<b>\$51,037,383.87</b>	<b>\$50,796,858.48</b>	<b>\$240,525.39</b>	<b>\$680.22</b>	<b>100.00%</b>



# WEALTH ADVISORY SERVICES

Your Monthly Portfolio Statement  
May 1, 2019 - May 31, 2019

## Your Transaction Detail

Trade Date	Transaction Description	Amount	Realized G/L
1650 TMST Inc. DIP Case 09 17787 Custodial Account			
Corporate Actions/Income			
Dividends			
May 1, 2019	Daily Rate Income on Heartland - Wide Savings For Period of 04/01/19 to 04/30/19 Due on 05/01/19	27.89	0.00
May 1, 2019			
May 1, 2019	Daily Rate Income on Heartland - Wide Savings For Period of 04/01/19 to 04/30/19 Due on 05/01/19	28.62	0.00
May 1, 2019			
Total Dividends		\$56.51	\$0.00
Total Corporate Actions/Income		\$56.51	\$0.00
Other			
May 21, 2019	Periodic Fee Invoice - Payment Due 6368.55 USD will be Invoiced for this account, Wealth Advisory		0.00
May 21, 2019	Fee: 6368.55 USD		
Total Other		\$0.00	\$0.00
Cash Sweep Activity			
May 31, 2019	Sweep purchases totaling 27.89 units of Heartland - Wide Savings for Cash (Capital) (1 Transactions)	-27.89	0.00
May 31, 2019			
May 31, 2019	Sweep purchases totaling 28.62 units of Heartland - Wide Savings for Directed (Capital) (1 Transactions)	-28.62	0.00
May 31, 2019			
Total Cash Sweep Activity		-\$56.51	\$0.00
Total 1650 TMST Inc. DIP Case 09 17787 Custodial Account		\$0.00	\$0.00

EXHIBIT A

Page 7 of 8



# WEALTH ADVISORY SERVICES

## For Your Information

*The information provided herein is general in nature and is not intended to be nor should be construed as specific investment, legal or tax advice. The factual information has been obtained from sources believed to be reliable, but is not guaranteed as to accuracy or completeness. Wealth Advisory Services makes no warranties with regard to the information or results obtained by its use and disclaims any liability arising out of your use of, or reliance on, it. Products offered through Wealth Advisory Services are not FDIC insured, are not bank guaranteed and may lose value.*

*For accounts where New Mexico Bank & Trust or Arizona Bank & Trust is acting as trustee, a beneficiary may not commence a proceeding against the trustee for breach of trust more than one year after the date the beneficiary or a representative of the beneficiary was sent a report that adequately disclosed the existence of a potential claim for breach of trust.*



PHONE 505-830-8100 OR 877-280-1856  
 NEW MEXICO BANK & TRUST  
 PO BOX 1048  
 ALBUQUERQUE NM 87103-1048



Attn: Business Customers.  
 2019 Pricing and Annual Sweep Disclosures  
 may be located at:  
<https://www.nmb-t.com/service-fees-business>

THORNBURG MORTGAGE INC  
 UTILITY ACCOUNT  
 DIP CASE #09-17787  
 2300 NORTH RIDGETOP RD  
 SANTA FE NM 87506-8361

\*\*\*\*\*807  
 PAGE NUMBER 1  
 STATEMENT DATE 05-31-19  
 ENC

-----	
* ACCOUNT TYPE: BUSINESS PREMIUM MONEY MARKET	
* ACCOUNT NUMBER: *****807	
-----	
BEGINNING BALANCE 04-30-19	5,538.40
+ DEPOSITS AND OTHER CREDITS	.00
+ INTEREST PAID	.47
- CHECKS AND OTHER WITHDRAWALS	.00
- SERVICE FEES	.00
ENDING BALANCE 05-31-19	5,538.87
-----	
INTEREST SUMMARY	
INTEREST PAID THIS STATEMENT	.47
INTEREST WITHHELD THIS STATEMENT	.00
INTEREST PAID THIS YEAR	2.29
INTEREST WITHHELD THIS YEAR	.00
-----	
DEPOSITS AND OTHER CREDITS	
DATE DESCRIPTION	AMOUNT
05/31/19 INTEREST PAID	.47
-----	
TOTAL # CREDITS 1	TOTAL CREDITS .47
-----	
BALANCE SUMMARY	
DATE BALANCE DATE BALANCE DATE BALANCE	
04/30/19 5,538.40 05/31/19 5,538.87	

PHONE 505-830-8100 OR 877-280-1856  
 NEW MEXICO BANK & TRUST  
 PO BOX 1048  
 ALBUQUERQUE NM 87103-1048



Attn: Business Customers.  
 2019 Pricing and Annual Sweep Disclosures  
 may be located at:  
<https://www.nmb-t.com/service-fees-business>

TMST HOME LOANS INC  
 DIP CASE # 09 17787  
 125 LINCOLN AVE SUITE 100  
 SANTA FE NM 87501-2052

\*\*\*\*\*954  
 PAGE NUMBER 1  
 STATEMENT DATE 05-31-19  
 ENC

-----  
 \* ACCOUNT TYPE: BUSINESS ANALYSIS CHECKING  
 \* ACCOUNT NUMBER: \*\*\*\*\*954  
 -----  
 BEGINNING BALANCE 04-30-19 1,198.38  
 + DEPOSITS AND OTHER CREDITS .00  
 - CHECKS AND OTHER WITHDRAWALS .00  
 - SERVICE FEES .00  
 ENDING BALANCE 05-31-19 1,198.38  
 -----  
 BALANCE SUMMARY  
 DATE BALANCE DATE BALANCE DATE BALANCE  
 04/30/19 1,198.38

PHONE 505-830-8100 OR 877-280-1856  
 NEW MEXICO BANK & TRUST  
 PO BOX 1048  
 ALBUQUERQUE NM 87103-1048



Attn: Business Customers.  
 2019 Pricing and Annual Sweep Disclosures  
 may be located at:  
<https://www.nmb-t.com/service-fees-business>

TMST HOME LOANS INC  
 DIP CASE # 09 17787  
 125 LINCOLN AVE SUITE 100  
 SANTA FE NM 87501-2052

\*\*\*\*\*989  
 PAGE NUMBER 1  
 STATEMENT DATE 05-31-19  
 ENC

-----		ACCOUNT TYPE: BUSINESS ANALYSIS CHECKING	
* ACCOUNT NUMBER: *****989			
* -----			
BEGINNING BALANCE 04-30-19		5,426.45	
+ DEPOSITS AND OTHER CREDITS		.00	
- CHECKS AND OTHER WITHDRAWALS		519.99	
- SERVICE FEES		.00	
ENDING BALANCE 05-31-19		4,906.46	
-----			
OTHER WITHDRAWALS			
DATE	DESCRIPTION	AMOUNT	
05/03/19	ADP PAYROLL FEES ADP - FEES	219.78-	
	GS ADVISORS, LLC		
	10414 2080376		
05/17/19	ADP PAYROLL FEES ADP - FEES	129.08-	
	GS ADVISORS, LLC		
	10414 4319286		
05/24/19	ADP PAYROLL FEES ADP - FEES	42.05-	
	GS ADVISORS, LLC		
	10414 4997132		
05/31/19	ADP PAYROLL FEES ADP - FEES	129.08-	
	GS ADVISORS, LLC		
	10414 6658127		
TOTAL # OTHER WITHDRAWALS 4		TOTAL OTHER WITHDRAWALS	519.99-
-----			
BALANCE SUMMARY			
DATE	BALANCE	DATE	BALANCE
04/30/19	5,426.45	05/03/19	5,206.67
05/24/19	5,035.54	05/31/19	4,906.46
		05/17/19	5,077.59

PHONE 505-830-8100 OR 877-280-1856  
 NEW MEXICO BANK & TRUST  
 PO BOX 1048  
 ALBUQUERQUE NM 87103-1048



Attn: Business Customers.  
 2019 Pricing and Annual Sweep Disclosures  
 may be located at:  
<https://www.nmb-t.com/service-fees-business>

TMST HEDGING STRATEGIES INC  
 DIP CASE # 09 17787  
 125 LINCOLN AVE SUITE 100  
 SANTA FE NM 87501-2052

\*\*\*\*\*856  
 PAGE NUMBER 1  
 STATEMENT DATE 05-31-19  
 ENC

-----  
 \* ACCOUNT TYPE: BUSINESS ANALYSIS CHECKING  
 \* ACCOUNT NUMBER: \*\*\*\*\*856  
 BEGINNING BALANCE 04-30-19 446,396.00  
 + DEPOSITS AND OTHER CREDITS .00  
 - CHECKS AND OTHER WITHDRAWALS .00  
 - SERVICE FEES .00  
 ENDING BALANCE 05-31-19 446,396.00  
 -----

BALANCE SUMMARY  

DATE	BALANCE	DATE	BALANCE	DATE	BALANCE
04/30/19	446,396.00				

PHONE 505-830-8100 OR 877-280-1856  
 NEW MEXICO BANK & TRUST  
 PO BOX 1048  
 ALBUQUERQUE NM 87103-1048



Attn: Business Customers.  
 2019 Pricing and Annual Sweep Disclosures  
 may be located at:  
<https://www.nmb-t.com/service-fees-business>

TMST INC  
 125 LINCOLN AVE SUITE 100  
 SANTA FE NM 87501-2052


\*\*\*\*\*842  
 PAGE NUMBER 1  
 STATEMENT DATE 05-31-19  
 ENC

```

-----
*                ACCOUNT TYPE:    BUSINESS ANALYSIS CHECKING
*                ACCOUNT NUMBER:  *****842

BEGINNING BALANCE 04-30-19                4,000,002.00
+ DEPOSITS AND OTHER CREDITS                  .00
- CHECKS AND OTHER WITHDRAWALS                .00
- SERVICE FEES                              .00
ENDING BALANCE 05-31-19                4,000,002.00
-----

BALANCE SUMMARY
DATE          BALANCE  DATE          BALANCE  DATE          BALANCE
04/30/19      4,000,002.00
  
```

  
**THE BANK OF  
 NEW YORK MELLON**  
 The Bank of New York Mellon  
 Trust Company, N.A.

**THORNBURG-CS LIQUIDITY FD AC**  
 Account 9638  
 December 31, 2013

00014286

PAGE 1 OF 4

**SUMMARY OF ASSETS HELD**

	<u>MARKET VALUE</u>	<u>TOTAL COST</u>	<u>ACCRUED INCOME</u>	<u>EST ANN INCOME</u>	<u>% A/L</u>
<b>FIXED INCOME INVESTMENTS</b>					
ASH	1,001.76	1,001.76	.00	.10	99.95
	.47	.47	.00	.00	.04
<b>ACCOUNT TOTALS</b>	<u>\$1,002.23</u>	<u>\$1,002.23</u>	<u>\$ .00</u>	<u>\$ .10</u>	<u>100.00</u>
<b>TOTAL MARKET VALUE PLUS TOTAL ACCRUED INCOME</b>	<b>\$1,002.23</b>				

THORNBURG-CS LIQUIDITY FD CASH AC  
 Account 9639  
 December 31, 2013

00014241

PAGE 1 OF 4

THE BANK OF  
 NEW YORK MELLON  
 The Bank of New York Mellon  
 Trust Company, N.A.

## PRIMARY OF ASSETS HELD

	MARKET VALUE	TOTAL COST	ACCRUED INCOME	EST ANN INCOME	% A/C
CASH	.00	.00	.00	.00	
ACCOUNT TOTALS	\$ .00	\$ .00	\$ .00	\$ .00	100.00
TOTAL MARKET VALUE PLUS TOTAL ACCRUED INCOME	\$ .00				



SUNTRUST BANK  
PO BOX 305183  
NASHVILLE TN 37230-5183

Page 1 of 2

05/31/2019  
0000



## Account Statement

JOEL I SHER CHAPTER 11 TRUSTEE  
FOR TMST INC  
CASE # 09-17787  
JOEL I SHER-SHAPIRO SHER GUINOT SANDL  
250 W PRATT ST STE 2000  
BALTIMORE MD 21201-6814

Questions? Please call  
1-800-786-8787

Small business owners view 2019 with confidence. Our third annual survey shows how small business owners plan to succeed in 2019. Find out what your peers are doing to reach their goals at [www.suntrust.com/2019research](http://www.suntrust.com/2019research)

Account Summary	Account Type	Account Number	Statement Period
	PRIMARY BUSINESS CHECKING	9681	05/01/2019 - 05/31/2019

Description	Amount	Description	Amount
Beginning Balance	\$10,856,005.65	Average Balance	\$10,856,005.65
Deposits/Credits	\$0.00	Average Collected Balance	\$10,856,005.65
Checks	\$0.00	Number of Days in Statement Period	31
Withdrawals/Debits	\$0.00		
Ending Balance	\$10,856,005.65		

Overdraft Protection	Account Number	Protected By
	1000136789681	Not enrolled

For more information about SunTrust's Overdraft Services, visit [www.suntrust.com/overdraft](http://www.suntrust.com/overdraft).

Balance Activity History	Date	Balance	Collected Balance
	05/31	10,856,005.65	10,856,005.65

The Ending Daily Balances provided do not reflect pending transactions or holds that may have been outstanding when your transactions posted that day. If your available balance wasn't sufficient when transactions posted, fees may have been assessed.

## Exhibit B

**TMST, Inc. f/k/a Thornburg Mortgage, Inc., et al.**  
**Accounts Receivable**  
**As of May 31, 2019**

Post Petition	Date	Amount	Under 30 days	30 to 60 days	61 to 90 days	91 to 120 days	Over 120 days	Unavailable
Borrower Escrow Advance Balance	(1) Various	180,117	-	-	-	-	-	180,117
Borrower Corporate Advance Balance	(1) Various	10,828	-	-	-	-	-	10,828
Borrower Inspection Fees	(1) Various	63	-	-	-	-	-	63
New Mexico Bank & Trust	5/31/2019	60	60	-	-	-	-	-
<b>Total Post Petition Accounts Receivable</b>		<b>\$ 191,068</b>	<b>\$ 60</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 191,008</b>

Pre Petition	Date	Amount
Borrower Escrow Advance Balance	(1) Various	119,108
Borrower Inspection Fees	(1) Various	150
<b>Total Pre Petition Accounts Receivable</b>		<b>\$ 119,258</b>

(1) Receivable amounts include balances due from multiple mortgage loan holders. Aging of the balances due is not available.

## Exhibit C

**TMST, Inc. f/k/a Thornburg Mortgage, Inc., et al.**  
**Post Petition Accounts Payable**  
**As of May 31, 2019**

Vendor	Date	Amount	Under 30 days	30 to 60 days	61 to 90 days	91 to 120 days	Over 120 days
Chapter 11 Trustee_Joel I. Sher	11/30/09	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	12/31/09	75,000	-	-	-	-	75,000
Quinn Emanuel Urquhart Oliver & Hedges	12/31/09	60,000	-	-	-	-	60,000
Chapter 11 Trustee_Joel I. Sher	01/31/10	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	02/28/10	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	03/31/10	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	04/30/10	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	05/31/10	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	06/30/10	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	07/31/10	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	08/31/10	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	09/30/10	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	10/31/10	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	11/30/10	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	12/31/10	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	01/31/11	75,000	-	-	-	-	75,000
J.H. Cohn LLP	01/31/11	3,749	-	-	-	-	3,749
Chapter 11 Trustee_Joel I. Sher	02/28/11	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	03/31/11	75,000	-	-	-	-	75,000
J.H. Cohn LLP	03/31/11	1,737	-	-	-	-	1,737
Chapter 11 Trustee_Joel I. Sher	04/30/11	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	05/31/11	75,000	-	-	-	-	75,000
J.H. Cohn LLP	05/31/11	1,664	-	-	-	-	1,664
Chapter 11 Trustee_Joel I. Sher	06/30/11	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	07/31/11	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	08/31/11	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	09/30/11	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	10/31/11	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	11/30/11	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	12/31/11	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	01/31/12	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	02/29/12	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	03/31/12	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	04/30/12	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	05/31/12	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	06/30/12	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	07/31/12	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	08/31/12	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	09/30/12	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	10/31/12	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	11/30/12	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	12/31/12	75,000	-	-	-	-	75,000
Broadsolutions, LLC	01/31/13	6,563	-	-	-	-	6,563
Chapter 11 Trustee_Joel I. Sher	01/31/13	75,000	-	-	-	-	75,000
Cohnreznick LLP (f/k/a J.H. Cohn LLP)	01/31/13	3,441	-	-	-	-	3,441
Broadsolutions, LLC	02/28/13	4,935	-	-	-	-	4,935
Chapter 11 Trustee_Joel I. Sher	02/28/13	75,000	-	-	-	-	75,000
Broadsolutions, LLC	03/31/13	5,985	-	-	-	-	5,985
Chapter 11 Trustee_Joel I. Sher	03/31/13	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	04/30/13	75,000	-	-	-	-	75,000

Exhibit C

**TMST, Inc. f/k/a Thornburg Mortgage, Inc., et al.**  
**Post Petition Accounts Payable**  
**As of May 31, 2019**

Vendor	Date	Amount	Under 30 days	30 to 60 days	61 to 90 days	91 to 120 days	Over 120 days
Chapter 11 Trustee_Joel I. Sher	05/31/13	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	06/30/13	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	07/31/13	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	08/31/13	75,000	-	-	-	-	75,000
Chapter 11 Trustee_Joel I. Sher	09/30/13	50,000	-	-	-	-	50,000
Grant Thornton LLP	01/31/19	2,081	-	-	-	2,081	-
Quinn Emanuel Urquhart Oliver & Hedges	01/31/19	1,375	-	-	-	1,375	-
Shapiro Sher Guinot & Sandler	01/31/19	1,321	-	-	-	1,321	-
Tydings & Rosenberg LLP	01/31/19	1,002	-	-	-	1,002	-
Grant Thornton LLP	02/28/19	978	-	-	-	978	-
Quinn Emanuel Urquhart Oliver & Hedges	02/28/19	1,375	-	-	-	1,375	-
Shapiro Sher Guinot & Sandler	02/28/19	1,552	-	-	-	1,552	-
Tydings & Rosenberg LLP	02/28/19	348	-	-	-	348	-
Grant Thornton LLP	03/31/19	16,516	-	-	16,516	-	-
Quinn Emanuel Urquhart Oliver & Hedges	03/31/19	1,375	-	-	1,375	-	-
Shapiro Sher Guinot & Sandler	03/31/19	80,958	-	-	80,958	-	-
Susman Godfrey L.L.P.	03/31/19	74,597	-	-	74,597	-	-
Tydings & Rosenberg LLP	03/31/19	1,565	-	-	1,565	-	-
Grant Thornton LLP	04/30/19	4,766	-	4,766	-	-	-
KPMG	04/30/19	10,000	-	10,000	-	-	-
Quinn Emanuel Urquhart Oliver & Hedges	04/30/19	1,375	-	1,375	-	-	-
Shapiro Sher Guinot & Sandler	04/30/19	47,662	-	47,662	-	-	-
Susman Godfrey L.L.P.	04/30/19	79,971	-	79,971	-	-	-
Tydings & Rosenberg LLP	04/30/19	652	-	652	-	-	-
Crystal Springs	05/31/19	30	30	-	-	-	-
Epiq Bankruptcy Solutions, LLC	05/31/19	1,393	1,393	-	-	-	-
FedEx	05/31/19	70	70	-	-	-	-
Grant Thornton LLP	05/31/19	5,000	5,000	-	-	-	-
iControlESI	05/31/19	14,437	14,437	-	-	-	-
Iron Mountain Information Management	05/31/19	698	698	-	-	-	-
Quinn Emanuel Urquhart Oliver & Hedges	05/31/19	1,375	1,375	-	-	-	-
Shapiro Sher Guinot & Sandler	05/31/19	60,000	60,000	-	-	-	-
Susman Godfrey L.L.P.	05/31/19	75,000	75,000	-	-	-	-
TBCConsulting	05/31/19	49,591	49,591	-	-	-	-
Tydings & Rosenberg LLP	05/31/19	4,014	4,014	-	-	-	-
Payroll Accrual	05/31/19	33,085	33,085	-	-	-	-
Post Petition Accounts Payable		\$ 4,162,235	\$ 244,694	\$ 144,426	\$ 175,010	\$ 10,032	\$ 3,588,073

NOTE: Includes estimates for amounts that may be due to professionals for which an invoice for services had not been received. Amounts asserted by vendors may be subject to adjustments and bankruptcy court approval.

DEBTOR: TMST, Inc. f/k/a Thornburg Mortgage, Inc., et al. CASE NO: 09-17787

**Exhibit D**

**For Period Ending May 31, 2019**

**EXPLANATORY STATEMENT  
RESERVATION OF RIGHTS AND GLOBAL FOOTNOTES  
FOR MONTHLY OPERATING REPORT**

The Trustee reserve all rights to dispute the amount, allowance, priority, treatment and/or secured or other status of any and all claims against the Debtors or their estates referred to herein. The Trustee reserve the right to (a) amend and supplement this Monthly Operating Report from time to time, and (b) assert any and all potential claims and causes of action of the Debtors' estates regardless of whether such claim or cause of action is identified herein.

Any values presented are not and should not be deemed to be an admission, representation or waiver with respect to the actual value of any asset or amount of any liability or claim. The actual realizable value and/or fair market value of assets, liabilities and claims may differ significantly from the values presented.

The Trustee prepared this Monthly Operating Report with the assistance of his financial advisor, Goldin Associates, LLC ("Goldin"), based upon the information available to date. This Monthly Operating Report does not purport to present financial statements in accordance with Generally Accepted Accounting Principles, and the information contained herein has not been subjected to audit or review by Goldin or any other party on behalf of the Trustee.

This Explanatory Statement, Reservation of Rights and Global Footnotes is hereby incorporated by reference into, and comprises an integral part of, the Debtors' Monthly Operating Report and should be referred to and considered in connection with any review of the report.